

REMARKS

Claims 1-11 and 13-38 are pending in the application. The subject matter of claim 12 has been incorporated into claim 1. The pending claims currently stand rejected by the examiner. More specifically, the pending claims have been rejected under 35 U.S.C. § 103(a) as being unpatentable over Bell (U.S. Patent No. 6,161,096), King (U.S. Patent No. 5,704,045), and George, Jr. (U.S. Patent No. 5,775,734). Applicant traverses the instant claim rejections.

Applicant submits that this rejection fails to show correspondence between the cited references and the language of multiple pending claims, and therefore fails to make out a *prima facie* rejection under 35 U.S.C. § 103(a). Moreover, applicant further submits that a proper rejection under 35 U.S.C. § 103(a) cannot be made because the rejected claims are each patentably distinct over the cited references. The instant rejections are therefore traversed.

Significantly, the office action does not show correspondence between multiple pending claims and the cited references in making the rejections under 35 U.S.C. § 103(a). As an illustration, the office action does not show any correspondence between claim 14 and the cited references or claim 15 and the cited references. Rather, the office action makes a blanket citation with no explanation as to how the disclosure in the cited references is relevant to the elements in such pending claims. This type of cursory rejection is improper under 37 C.F.R. § 1.104(b) *Completeness of Examiner's Action* which states "the examiner's action will be complete as to all matters..." *See also*, MPEP 2142 ("To establish a *prima facie* case of obviousness, [...] the prior art reference (or references when combined) must teach or suggest all [of] the claim limitations.") Applicant thus submits that the instant rejections are improper and should be withdrawn.

Moreover, applicant submits that a proper rejection under 35 U.S.C. § 103(a) cannot be made because the claims are patentably distinct from the cited references. Among other distinctions, the cited references do not disclose or suggest a financial instrument containing an obligation that allows the holder to take an equity interest in the company without violating pre-existing conflict rules which the holder has a duty to observe when providing the holder's services to the company as recited by the pending independent claims.

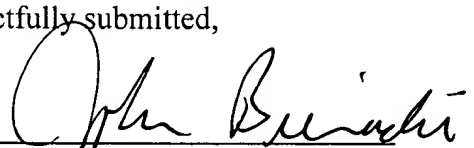
Such equity interests (as provided by the independent claims) provide a professional advisor with opportunities to receive cash payments upon the occurrence of a predefined event, thus allowing the professional advisor to earn substantially higher fees for services rendered than would otherwise be possible. In this manner, the holder of the financial instrument can, *inter alia*, participate in the equity growth and value appreciation of a company, while insulating the holder from conflicts of interest and the perception of conflicts of interest arising from the differing interests of stakeholders in the company. None of the cited references disclose such limitations of the pending independent claims. Accordingly, the claims are allowable and should proceed to issuance.

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For the foregoing reasons, applicant respectfully submits that the pending claims are allowable. Therefore, the examiner is respectfully requested to pass this case to issue.

Respectfully submitted,

By: _____


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